

RECORDATION NO. 26965 FILED

MAY 16 '07 -10 30 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL  
URBAN A. LESTER

May 16, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of January 26, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The Andersons, Inc.  
480 W. Dussel Drive  
Maumee, OH 43537

Lessee: General Mills Operations Inc.  
Number One General Mills Blvd.  
PO Box 1113  
Minneapolis, MN 55440

Mr. Vernon A. Williams  
May 16, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

10 hopper railcars: AEX 12985, AEX 12988 – AEX 12990, AEX 13019,  
AEX 13020, AEX 13022 and AEX 13024 - AEX 13026.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE**

**WITNESSETH**

This Memorandum of Lease is entered into as of the 26<sup>th</sup> day of January, 2007, by and between **The Andersons, Inc.**, an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and **General Mills Operations Inc.**, a Delaware corporation, having its principal place of business at Number One General Mills Boulevard., Minneapolis, Minnesota 55440-1113 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement #199602-GEN dated August 1, 1996 (the "Master Lease"), and Deal #R01100 dated as of January 26, 2007 (the "Schedule"), whereby Lessor leases to Lessee ten (10) railcars bearing railroad reporting marks as noted on attached Exhibit "A."
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

***[Signature Pages to Follow]***

Each party, pursuant to due corporate authority, has caused this Lease to be executed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this Lease was the free act of the corporation, the foregoing is true and correct and that this Lease was executed on the date indicated below.

LESSEE:

GENERAL MILLS OPERATIONS INC.

By: [Signature]  
Printed  
Name: Ronald D. Olson

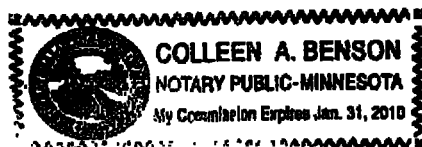
Title: Vice President

Date: 1/22/07

STATE OF Minnesota

COUNTY OF Hennepin SS:

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of January, 2007, by Ronald D. Olson, the Vice President of General Mills Operations Inc., a Delaware corporation, on behalf of the corporation.



[Signature]  
Notary Public

LESSOR:

THE ANDERSONS, INC.

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

Title: President, Rail Group

Date: 1/26/07

STATE OF OHIO )

COUNTY OF LUCAS )

SS:

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of JANUARY, 2007, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.

Julie Ann Gible  
Notary Public

JULIE ANN GIBBLE  
Notary Public, State of Ohio  
My Commission Expires 03-30-2010



**EXHIBIT A**

**Car List**

**Ten (10) Covered Hoppers**

1	AEX 012985	6	AEX 013020
2	AEX 012988	7	AEX 013022
3	AEX 012989	8	AEX 013024
4	AEX 012990	9	AEX 013025
5	AEX 013019	10	AEX 013026

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

5/16/07



\_\_\_\_\_  
Robert W. Alvord